

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

Case No. 07 Civ. 6146

-against-

**THEODORE ROXFORD a/k/a LAWRENCE
DAVID NIREN and HOLLINGSWORTH,
ROTHWELL & ROXFORD,**

Defendants.
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AFFIDAVIT OF HUGH HOLLINGSWORTH

HUGH HOLLINGSWORTH, states the following under penalties of perjury:

1. I am a partner of Defendant Hollingsworth, Rothwell & Roxford ("HRR"), I currently reside in Florida, and I submit this Affidavit in Support of HRR's motion to dismiss this case, or in the alternative, transfer this case to a proper venue.
2. Hollingsworth, Mayer, Rothwell & Roxford ("HMRR") was a partnership formed in Melbourne/Palm Bay, Florida in January 2003. HMRR dissolved in February 2003, when one of the partners, Mayer, left the partnership. Subsequently, in late February 2003, the new partnership, HRR, was formed.
3. At all relevant times to the allegations of the Complaint HMRR, and subsequently HRR, maintained a business office in, and only in, the State of Florida.
4. With respect to the allegations contained in the Complaint, at no time did HRR, or anyone acting on behalf of HRR: (i) visit any county within the Southern District of New York; (ii) perform work in any county within the Southern District of New York; (iii) negotiate any

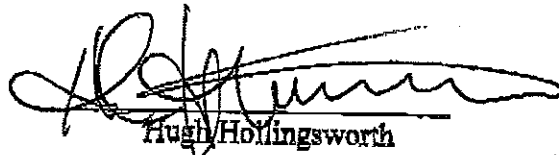
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contemplated or actual contract or deal in any county within the Southern District of New York;
or (iv) tender any offer to any company in any county within the Southern District of New York.


5. Further, at all relevant times, Mr. Rothwell worked out of the HRR's Florida office and now currently resides in Tennessee.

6. Quite simply, there is no connection whatsoever between HRR (as it relates to any of the facts or allegations stated in the Complaint) and any county within the Southern District of New York.


Hugh Hollingsworth

Before me this 28th
Day of August 2007


Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
 Carol A. McHugh
Commission # DD489964
Expires: NOV 13, 2009
Bonded Thru Atlantic Bonding Co., Inc.